## IN THE UNITED STATES BANKRUPTCY COURT FOR THE EASTERN DISTRICT OF TEXAS SHERMAN DIVISION

IN RE:	
INTERPHASE CORPORATION	Case No. 15-41732 Chapter 7
Debtor	

# MOTION TO APPROVE SALE OF ASSETS THROUGH AUCTION FREE AND CLEAR OF LIENS, CLAIMS AND ENCUMBRANCES

NO HEARING WILL BE CONDUCTED ON THIS MOTION UNLESS A WRITTEN OBJECTION IS FILED WITH THE CLERK OF THE UNITED STATES BANKRUPTCY COURT AND SERVED UPON THE PARTY FILING THIS PLEADING WITHIN TWENTY-ONE (21) DAYS FROM DATE OF SERVICE UNLESS THE COURT SHORTENS OR EXTENDS THE TIME FOR FILING SUCH OBJECTION. IF NO OBJECTION IS TIMELY SERVED AND FILED, THIS PLEADING SHALL BE DEEMED TO BE UNOPPOSED, AND THE COURT MAY ENTER AN ORDER GRANTING THE RELIEF SOUGHT. IF AN OBJECTION IS FILED AND SERVED IN A TIMELY MANNER, THE COURT WILL THEREAFTER SET A HEARING. IF YOU FAIL TO APPEAR AT THE HEARING, YOUR OBJECTION MAY BE STRICKEN. THE COURT RESERVES THE RIGHT TO SET A HEARING ON ANY MATTER.

COMES NOW Mark A. Weisbart, the Chapter 7 Trustee ("Trustee") in the above-numbered bankruptcy case, and pursuant to Sections 363(b), (f) and (h) of the Bankruptcy Code, files this his Motion To Approve Sale of Assets Through Auction Free and Clear of Liens, Claims and Encumbrances, and in support thereof would show the Court as follows:

#### FACTUAL BACKGROUND

- 1. On September 30, 2015, a voluntary petition under Chapter 7 of the Bankruptcy Code was filed by Interphase Corporation (the "Debtor") for relief under Chapter 7 of Title 11 of the United States Code (the "Bankruptcy Code"). Trustee is the interim Chapter 7 Trustee.
- 2. The Debtor operated as an information and communications technology company providing embedded computing solutions, engineering design services, and contract manufacturing services in North America, the Pacific Rim and Europe. The primary customers of the Debtor were telecom equipment and service manufacturers including Nokia Siemens Networks ("Nokia"), Hewlett Packard, Samsung and Sanmina. The Debtor also developed and manufactured a product known as "penveu", a handheld device which added interactive display capability to flat screen

surfaces, primarily used in education markets.

- 3. The Debtor operated at an office warehouse located at 4240 International Parkway, Suite 105, Carrollton, TX 75007 (the "Premises"). The Premises were leased by the Debtor under a commercial lease with International Tech Center Dallas, LLC. Upon information and belief, the Debtor was current on its lease payments as of the Petition Date.
- 4. Prior to bankruptcy, Debtor sold its manufacturing equipment, associated customer lists and related assets which serviced its general telecom business and contract manufacturing to VirTex Enterprises, LP. The Debtor also sold to Nokia Solutions and Networks Oy its assets related to manufacturing work done on Nokia's behalf. The Debtor still retains the *penvue* related assets.
- 5. The principal remaining tangible assets located at the Premises consist of furniture, fixtures, miscellaneous testing equipment, some computers, general inventory, penvue products and related inventory, office supplies and related assets (the "Tangible Assets"). The Trustee proposes to sell all of the Tangible Assets (not subject to existing leases) through an auction sale to be conducted by Shattuck, LLC ("Shattuck") at the Premises. By separate application, Trustee is seeking to employ Shattuck as his auctioneer.

#### RELIEF REQUESTED

- 6. Pursuant to 11 U.S.C. § 363, the Trustee requests authority to conduct an online auction to sell the Tangible Assets (the "Auction") as soon as possible. The Trustee proposes to promote the sale by means of email, direct mail, and other advertisements. The Auction will run for ten (10) days and all items will be sold to the highest bidder(s). Shattuck will staff a preview of the Tangible Assets for prospective bidders to examine the items.
- 7. Trustee believes that a sale of the Tangible Assets through the Auction is the most effective way to maximize the value of the Tangible Assets for the benefit of the estate's creditors

and for the Trustee to carry out his duties under bankruptcy law. As Trustee's proposed auctioneer, Shattuck will prepare, market and conduct the auction. An auction inventory has not yet been completed but Shattuck estimates the sale will generate proceeds of approximately \$150,000.00 to \$200,000.00<sup>1</sup>.

- 8. The relief requested herein is necessary to preserve and maximize the value of the bankruptcy estate.
- 9. To the extent any liens or claims exist against the Tangible Assets, Trustee requests that the sale of the Tangible Assets be made free and clear of such liens and claims, with such liens, claims and encumbrances attaching to the net proceeds from the sale pursuant to 11 U.S.C. § 363(f).
- 10. Trustee is not aware of any liens against the Tangible Assets with the possible exception of personal property ad valorem taxes.
- 11. Trustee anticipates the expenditure of costs associated with the storage, maintenance and security of the assets and reserves the right to assess those costs against the sales proceeds.
- 12. Trustee also anticipates moving costs incurred by his proposed auctioneer to remove items, primarily business records, from the Premises.
- 13. Trustee further requests authority to execute any and all appropriate and necessary documents for consummating the sale.

#### **PRAYER**

WHEREFORE, Trustee prays that the Court approve the sale of the Tangible Assets free and clear of interests, liens, claims and encumbrances with same attaching to the net proceeds of sale, authorize him to execute any and all appropriate documents consummating the sale, and granting him such other and further relief to which he may be justly entitled.

<sup>&</sup>lt;sup>1</sup> Debtor's Schedules identify Tangible Assets as having a value of \$486,468.09. Trustee believes this Schedule reflects value as booked by the Debtor which may not reflect current liquidation.

Respectfully Submitted,

/s/ Mark A. Weisbart
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COUNSEL FOR CHAPTER 7 TRUSTEE

### **CERTIFICATE OF SERVICE**

The undersigned hereby certifies that a copy of the foregoing instrument was served on the attached mailing matrix either through the Court's electronic notification system as permitted by Appendix 5005 III. E. to the Local Rules of the U.S. Bankruptcy Court for the Eastern District of Texas, or by first class United States Mail, postage prepaid no later than this the 13<sup>th</sup> day of October, 2015.

/s/ Mark A. Weisbart
Mark A. Weisbart

Label Matrix for local noticing Doc 10 Filed 10/13/15 Entered 10/13/15 14:14:41 Desc Main Document Sales Page 5 of 113 0540-4 2140 Merritt Drive 1 Somerset Place Case 15-41732 Garland, TX 75041-6135 Palo Alto, CA 94301-3059 Eastern District of Texas Sherman Fri Oct 9 11:18:03 CDT 2015 20/20 Components 24 Hour Fitness 24 Hour, Ltd. 800 Wilcrest Dr No. 103 8911 Directors Row 5851 Jeffrey Lane Ft. Myers, FL 33907-7800 Houston, TX 77042-1369 Dallas, TX 75247-5309 3Eleven Films 2M Business Products 3M Company 1533 Prudential Drive 4300 Horizon North Pkwy, Ste. 112 PO Box 200715 Dallas, TX 75235-4111 Dallas, TX 75287-2839 Dallas, TX 75320-0715 3com Corp. 4 You Net Services 4240 International Associates, LLC 3800 Golf Rd P.O. Box 770762 5550 Lyndon B. Johnson Frwy Rolling Meadows, IL 60008-4011 Cleveland, OH 44107-0036 Suite 300 Dallas, TX 75240-2681 501 Elm Place Partners, Ltd. 6 Wind S.A. 4Star Electronics c/o Collinternational, Inc. 1, Place Charles De Gaulle- Bat.C 930 Calle Negocio, Ste. C San Clemente, CA 92673-6209 501 Elm Street No. 500 Montigny Le Bretonneux 78180 Dallas, TX 75202-3339 France 800 Plant It A Better Answer Inc A La Pensee 59 Oak Hill Road 1410 Avenue 36 Rue De La Republique Southborough, MA 01745-1012 Plano, TX 75093 Meudon 92190 France A Sign of Excellence A and K Electronics A- Plus Ind., Inc. 1711 Francis 2725 Park Drive, Suite 2 415 N. 15th St. Carrollton, TX 75006-7330 Clearwater, FL 33763-1023 Allentown, GA 18102-2621 A.L. Welch A.M & C - Audit, Maitrise & Conseil AAA Pallet Company 2805 Lineville 105-S 29 Rue Bonaparte 2101 East Union Bower Road Paris 75006 Farmers Branch, TX 75234-6309 Irving, TX 75061-8811 France

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Avnet Applied Computing Case 15-41732 Doc 10 Filed 10/13/15 Entered 10/13/15 14:14:41 Desc Main Document Page 15 of 113 Avnet Inc. 6/8 Rue Ambroise Croizat Palaiseau Cedex 91227 France

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4408 Hyer Street P.O. Box 5691 15, Place De La National Page 17 of 120 Page 1

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Viking Office Products P.O. Box 88040 Chicago, IL 60680-1040 Vink Teague & Associates 5550 LBJ Freeway, Suite 650 Dallas, TX 75240-2340

Virtex Enterprises Lp 12234 North Ih 35, Building A Austin, TX 78753-1726

Virtium Technology Inc. 30052 Tomas Rancho Santa Margarita, CA 92688-2127

Virtual Chip Exchange 140 Fell Court, Suite Ll1 Hauppauge, NY 11788-4377

Virtual Press Office, Inc. 88 Park Street Montclair, NJ 07042-5915

Viseon 8700 North Stemmons Freeway Suite 3 Dallas, TX 75247-3729

Visicomm Industries LLC 911A Milwaukee Avenue Burlington, WI 53105

Vision Electronics 1175 Spring Centre South Blvd. Altamonte Springs, FL 32714-5000

Vision Service Plan PO Box 997100 Sacramento, CA 95899-7100 Visionary Design Systems 2790 Walsh Ave Santa Clara, CA 95051-0963

Visual Click Software PO Box 161657 Austin, TX 78716-1657 Visual Communications Co., Inc. Po Box 13157 Arlington, TX 76094-0157

Visual Innovation Company 9034 North I.H. 35 Austin, TX 78753-4558

Visual Innovations , Inc. 15177 Business Ave. Addison, TX 75001-4308

Vita-Vmebus Intl Trade Association PO Box 19658 Fountain Hills, AZ 85269-1658

Vital Source Inc. 20662 Prism Place Lake Forest, CA 92630-7803 Vitec Online Po Box 16006 Phoenix, AZ 85011-6006

Case 15-41732 Doc 10 Filed 10/13/15 Entered 10/13/15 14:14:41 Desc Main Document Page 108 of 113 Vicesse Semiconductor Corp Remittance Processing, Dept. 7413 Los Angeles, CA 90088-7413

39636 Treasury Center Chicago, IL 60694-9600

Vixel Dept. Ch 0980 Palatine, IL 60055-0980 Viyu Network Solutions 401 International Parkway No. 100 Richardson, TX 75081-6602

Vl Laboratories 7310 Highway 49-Bldg D Lotus, CA 95651-9758

Vmebus Systems P.O. Box 44047 Detroit, MI 48244-0047 Voluntary Control Council 7F Noa Bldg, 2-3-5 Azabudai Minato-Ku, Tokyo 0 Japan

Voss, William R. 120 S. Lasalle St No. 1335 Chicago, IL 60603-3581

Voxbit Schneppenhorststr .48 Nuernberg 90439 Germany

Vulcan Industries Inc. 4 Cabot Road Po Box 166 Hudson, MA 01749-0166

W. B. Mason Company, Inc. P O Box 111/59 Centre Street Brockton, MA 02303-0111

WHQL-Microsoft Corporation One Microsoft Way Redmond, WA 98052-8300

WJS Enterprise Inc. 12570 Glendurgan Drive Carmel, IN 46032-8313

WRT-550-650 Corporetum Property LLC 75 Remittance Dr Ste. 6476 Chicago, IL 60675-6476

Wago Corporation N120 W19129 Freistadt Road Germantown, WI 53022-1703

Walker, Don--EE No. 1611 2514 Planters House Lane Katy, TX 77449-3556

Wall Street Transcript, The 67 Wall Street New York, NY 10005-3101

Wallace Electronics 10551 Miller Rd. Suite 300/400 Dallas, TX 75238-1226

Walls Printing Co. 8701 Carpenter Freeway Dallas, TX 75247-4642

Warehouse Photography 2225 E. Beltline Rd Carrollton, TX 75006-5606

Wash. State Dept. of Labor/Industries Po Box 24106 Seattle, WA 98124-0106

Wassco 12778 Brookprinter Place Poway, CA 92064-6810

Waste Management PO Box 78141 Phoenix, AZ 85062-8141

Watchguard Video PO Box 678196 Dallas, TX 75267-8196

Water Event 2109 Luna Rd No. 100 Carrollton, TX 75006-6437 Web Sockets.Com No. 94 Hartfield Ct. Westerville, OH 43081

Weber Inc. 711 W. Algonquin Rd. Arlington Heights, IL 60005-4457

Weber Marking Systems P.O. Box 141 Mt. Prospect, IL 60056-0141 Wecomply Inc. 344 Main Street Mount Kisco, NY 10549-3036 Wedgewood Drive Partners, Ltd. Doc 10 Filed 10/13/15 represed 10/13/15 14:14:41 Desc Main Document Page 109 of 113 Leasing
501 Elm Street Ste. 375 The Law Office of Mark A. Weisbart MAC N0005-044

The Law Office of Mark A. Weisbart 12770 Coit Road, Suite 541 Dallas, TX 75251-1366

MAC N0005-044 800 Walnut St. Des Moines, IA 50309-3605

Wells Fargo Financial Leasing PO Box 6434 Carol Stream, IL 60197-6434

Dallas, TX 75202-3332

Wellx Telecom 7 Rue Du Parc De Clagny Versailles 78000 France Wessing Neuer Wall 44 Hamburg 20354 Germany

West Coast Reps 441 East Whittier Blvd. La Habra, CA 90631-3982 West Group PO Box 64883 St. Paul, MN 55164-0883 West Publishing Corp P.O. Box 6187 Carol Stream, IL 60197-6187

West World Productions 420 Norh Camden Drive Beverly Hills, CA 90210 Westak 1225 Elko Drive Sunnyvale, CA 94089-2211 Western Electronics Delta Corp. 19500 SW Teton Tualatin, OR 97062-8825

Whitco Security Group, Inc. PO Box 793835 Dallas, TX 75379-3835 White Storage & Retrieval Systems Inc. 30 Boright Avenue Kenilworth, NJ 07033-1015 White Systems Inc PO Box 71682 Chicago, IL 60694-1682

Whitley Penn LLP 1400 W 7th Street, Suite 400 Fort Worth, TX 76102-2628 Wibox 9200 Voie Des Clouets Val De Reuil 27100 France Wichita Eagle P.O. Box 2487 Wichita, KS 67201-2487

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Winchester Electronics PO Box 847982 Boston, MA 02284-7982 Wind River Sarl Parc Technopolis - Bat Omega Les Ulis 91940 France

Wind River Systems 500 Wind River Way Alameda, CA 94501-1162

Wind River Systems Inc. PO Box 7250 San Francisco, CA 94120-7250 Window and .Net Magazine 221 E 29th St Loveland, CO 80538-2721 Windows Developer's Journal Po Box 56565 Boulder, CO 80322-6565 Windows Hardware Quality Labs 15-41732 Doc 10 Filed 10/13/15 Entered 10/13/15 14:14:41 Desc Main Document Page 110 of 113 Windows Hardware Quality Labs One Microsoft Way

PO Box 503186 St. Louis, MO 63150-3186

660 N. Puente Street Brea, CA 92821-2880

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Redmond, WA 98052-8300

Wintegra Ltd 6 Hamasger Street Ra'Anana 43653 Israel

Winzip Computing, Inc. PO Box 540 Storrs Mansfield, CT 06268-0540

Wipro Limited Dept. 1167 Los Angeles, CA 90084-1167 Wired P.O. Box 55689 Boulder, CO 80322-5689 Wireline, Inc 5400 Newport Drive Rolling Meadows, IL 60008-3731

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Wonderwing (H.K) Electronics Ltd 15D, Bldg C, Huagiang Garden Fuhong St., Futian Dist Shenzhe 518026 China

Workers Comp Ctr - FTL/PGH PO Box 198862 Atlanta, GA 30384-8862

Workplace Resource of Dallas PO Box 731034 Dallas, TX 75373-1034

Workstation Technologies 75 Gilcrest Road, Suite 200 Londonberry, 03053-3566

World At Work P.O. Box 29312 Phoenix, AZ 85038-9312 World Micro Components Inc. 205 Hembree Park Drive Ste. 105 Roswell, GA 30076-5733

World of Cables, LLC 2800 Bowers Ave. Santa Clara, CA 95051-0918

Worldatwork 14040 N. Northsight Blvd. Scottsdale, AZ 85260-3627

Worldcom Payments Processing Center PO Box 85 Richmond, VA 23218-0085

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XLNT Postal Stop JF3-149 at Intel Hillsboro, OR 97124

XNet Information Systems Inc. 3080 Ogden Ave. Suite 303 Lisle, IL 60532-1681

XPlex 295 Foster St. Littleton, MA 01460-2022

Xeltek, Inc 1102 Walsh Ave. Santa Clara, CA 95050-2646 Xerox Corporation P.O. Box 650361 Dallas, TX 75265-0361 Xerox Corporation PO Box 802555 Chicago, IL 60680-2555

Xerox Paper Group P O Box 360496 Pittsburgh, PA 15251-6496 Xfmrs, Inc 7570 E Landersdale Rd Camby, IN 46113-8512

Xilinx Inc 1951 South Fordham Road Longmont, CO 80503-4610 Xilinx Inc. Case 15-41732 Doc 10 Filed 10/13/15 Entered 10/13/15 14:14:41 Desc Main Document Aped Page 111 of 113
Po Box 60000 Dept. Ch 17326 1021 Morriwville Pkwy

Po Box 60000 Dept. Ch 17326 1021 Morriwville Pkwy.
San Francisco, CA 94160-2276 Palatine, IL 60055-7326 Morrisville, NC 27560-9366

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Lewisville, TX 75057

Yang and Associates, Inc.

Yankee Group Research, Inc.

Yellow Freight System, Inc.

P.O. Box 845282

Richardson, TX 75080-2003

Poston, MA 02284-5282

Dallas, TX 75373-0333

 Yoram Solomon
 Yosief Haile
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 4309 Action Street

 Plano, TX 75093-3362
 Carrollton, TX 75007-5218
 Garland, TX 75042-6806

Z's Florist ZD Events ZD Events,Inc.
15707 Coit Road Suite B 303 Vintage Park Drive P.O.Box 45049
Dallas, TX 75248-4463 Foster City, CA 94404-1166 San Francisco, CA 94145-0049

ZZYZX Workstation Peripherals Zacks Investment Research Zendesk Inc.
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San Diego, CA 92121-3773 Chicago, IL 60606-1787 Palatine, IL 60055-9895

Zep Manufacturing Company

Dept 0905

Dept 0905

Dept 0905

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Dallas, TX 75312-0905

Zip Delivery

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Dallas, TX 75220-2306

Zohaib Jalil Zone Safe Solutions Inc. Zones Corporate Solutions
91-07 139th Street 1601 N. Aw Grimes Blvd. Suite A 1102 15th Street Sw Suite 254
Jamaica, NY 11435-4215 Round Rock, TX 78665 Auburn, WA 98001-6524

The preferred mailing address (p) above has been substituted for the following entity/entities as so specified by said entity/entities in a Notice of Address filed pursuant to 11 U.S.C. 342(f) and Fed.R.Bank.P. 2002 (g)(4).

Lee Gordon McCreary Veselka Bragg & Allen, PC PO Box 1269

Round Rock, TX 78665

Internal Revenue Service Austin, TX 73301

(d)Internal Revenue Service Cincinnati, OH 45999-0039

Austin, TX 78711

(d)Internal Revenue Service Ogden, UT 84201-0039

Sprint PO Box 4181 Carol Stream, IL 60197-4181 State Comptroller of Public Accounts
Revenue Accounting Division - Bankruptcy
PO Box 13528

TXU Electric PO Box 100001 Dallas, TX 75310-0001 (d)TXU Energy PO Box 660354 Dallas, TX 75266-0354

Addresses marked (c) above for the following entity/entities were corrected as required by the USPS Locatable Address Conversion System (LACS).

Charles W. Atchison RT. 4, Box 565 Sanger, TX 76266 David Long RT 3 Box 96 Wills Point, TX 75169 Professional Testing (EMI) Inc 1601 FM 1460, Suite B Round Rock, TX 78664

Salvage Specialists 20502 NE 112th Ave Battle Ground, WA 98604 Standard Crystal Corp. 9940 E. Baldwin Place El Monte, CA 91731 Triumph Expo & Events Inc. 12614 Interurban Ave. S. Seattle, WA 98168

The following recipients may be/have been bypassed for notice due to an undeliverable (u) or duplicate (d) address.

(d)Arrow Electronics P.O. Box 843944 Dallas, TX 75284-3944

(d)Avnet-Electronics Marketing P O Box 847722 Dallas, TX 75284-7722 (u)Case No. 15-41732

(u)DS-Experts NV 1600 St-Peters-Leeuw Bergensesteenweg 421 B12 Belarus (d)GE Capital C/O Ricoh Usa Program Po Box 650016 Dallas, TX 75265-0016

(u)Harri Rajaniemi
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(u)Intergrated Network Solutions Doc 10 Filed 10/13/15 Entered 10/13/15 14:14:41 Desc Main Document Page 113 of 113 (u)MG-Soft D.0.0. Ave. Pasteur 21 Wavre 1300 Belarus

(d) The Expo Group

Irving, TX 75038-4324

1740 Hurd Dr.

Askerceva Ulica 4 Ruse 2342 Slovenia

Po Box 250588 Plano, TX 75025-0588

(d)United States Treasury PO Box 660443 Dallas, TX 75266-0443

End of Label Matrix Mailable recipients 3209 Bypassed recipients 11 3220 Total